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New York, New York 10153
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Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS, ROEBUCK AND CO.,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 36-1750680	:
-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 20-1920798	:
-----X	
In re	: Chapter 11
	:
KMART HOLDING CORPORATION,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 32-0073116	:
-----X	

-----X		
In re	:	Chapter 11
	:	
KMART OPERATIONS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 32-0456546	:	
-----X		
In re	:	Chapter 11
	:	
SEARS OPERATIONS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2524331	:	
-----X		
In re	:	Chapter 11
	:	
SERVICELIVE, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4616774	:	
-----X		
In re	:	Chapter 11
	:	
A&E FACTORY SERVICE, LLC,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 36-4486695	:	
-----X		
In re	:	Chapter 11
	:	
A&E HOME DELIVERY, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500205	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
A&E LAWN & GARDEN, LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 13-4275028	:	
-----X		
In re	:	Chapter 11
	:	
A&E SIGNATURE SERVICE, LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500204	:	
-----X		
In re	:	Chapter 11
	:	
FBA HOLDINGS INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4186537	:	
-----X		
In re	:	Chapter 11
	:	
INNOVEL SOLUTIONS, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-1857180	:	
-----X		
In re	:	Chapter 11
	:	
KMART CORPORATION,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-0729500	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
MAXSERV, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 74-2707626	:	
-----X		
In re	:	Chapter 11
	:	
PRIVATE BRANDS, LTD.,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 55-0544022	:	
-----X		
In re	:	Chapter 11
	:	
SEARS DEVELOPMENT CO.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-2476028	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS	:	Case No. 18-____ (RDD)
MANAGEMENT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-3592148	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOME & BUSINESS	:	Case No. 18-____ (RDD)
FRANCHISES, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 98-0126742	:	
-----X		

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In re	:	Chapter 11
	:	
SEARS HOME IMPROVEMENT	:	Case No. 18-_____ (RDD)
PRODUCTS, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 25-1698591	:	
-----X		
In re	:	Chapter 11
	:	
SEARS INSURANCE	:	Case No. 18-_____ (RDD)
SERVICES, L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4287182	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROCUREMENT	:	Case No. 18-_____ (RDD)
SERVICES, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 30-0092859	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION COMPANY,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4471250	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION	:	Case No. 18-_____ (RDD)
COMPANY (PR) INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 66-0704861	:	
-----X		

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In re	:	Chapter 11
	:	
SEARS ROEBUCK ACCEPTANCE CORP.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 51-0080535	:	
-----X		
In re	:	Chapter 11
	:	
SEARS, ROEBUCK DE	:	Case No. 18-____ (RDD)
PUERTO RICO, INC.	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 66-0233626	:	
-----X		
In re	:	Chapter 11
	:	
SYW RELAY LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2561870	:	
-----X		
In re	:	Chapter 11
	:	
WALLY LABS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
BIG BEAVER OF FLORIDA	:	Case No. 18-____ (RDD)
DEVELOPMENT, LLC,	:	
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
CALIFORNIA BUILDER APPLIANCES, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 68-0406327	:	
-----X		
In re	:	Chapter 11
	:	
FLORIDA BUILDER APPLIANCES, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3619133	:	
-----X		
In re	:	Chapter 11
	:	
KBL HOLDING INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0031295	:	
-----X		
In re	:	Chapter 11
	:	
KLC, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-2490839	:	
-----X		
In re	:	Chapter 11
	:	
KMART OF MICHIGAN, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3551696	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
KMART OF WASHINGTON LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448898	:	
-----X		
In re	:	Chapter 11
	:	
KMART STORES OF ILLINOIS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448897	:	
-----X		
In re	:	Chapter 11
	:	
KMART STORES OF TEXAS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448915	:	
-----X		
In re	:	Chapter 11
	:	
MYGOFER LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-4005531	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS BUSINESS	:	Case No. 18-____ (RDD)
UNIT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564658	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS PUBLISHING	:	Case No. 18-_____ (RDD)
COMPANY, LLC,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0075554	:	
-----X		
In re	:	Chapter 11
	:	
SEARS PROTECTION COMPANY	:	Case No. 18-_____ (RDD)
(FLORIDA), L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-0224239	:	
-----X		
In re	:	Chapter 11
	:	
SHC DESERT SPRINGS, LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
SOE, INC.,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-0399616	:	
-----X		
In re	:	Chapter 11
	:	
STARWEST, LLC,	:	Case No. 18-_____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1495379	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
STI MERCHANDISING, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-2760188	:	
-----X		
In re	:	Chapter 11
	:	
TROY COOLIDGE NO. 13, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
BLUELIGHT.COM, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0527034	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS, L.L.C.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564664	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BUYING SERVICES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3256533	:	
-----X		

-----X	
In re	: Chapter 11
	:
KMART.COM LLC,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 77-0529022	:
-----X	
In re	: Chapter 11
	:
SEARS BRANDS	: Case No. 18-_____ (RDD)
MANAGEMENT CORPORATION,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 36-2555365	:
-----X	

**MOTION OF DEBTORS FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and, together with their non-debtor affiliates, the “**Company**”), respectfully represent:

Background

1. On the date hereof (the “**Commencement Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn to on the date hereof (the "**Riecker Declaration**"),¹ which has been filed with the Court contemporaneously herewith and is incorporated herein by reference.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"). In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to Sears Holdings Corporation, and that these chapter 11 cases be jointly administered under the following consolidated caption:

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Declaration.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:
	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 18-_____ (RDD)
(Jointly Administered)

5. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of the Debtors' chapter 11 cases:

An Order has been entered in accordance with Rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management

Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179. The docket in Case No. 18-[] (RDD) should be consulted for all matters affecting the case.

6. The Debtors seek authority to file the monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Executive Office of the U.S. Trustee (revised December 14, 2017), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

7. The Debtors reserve all rights to file a subsequent motion seeking authority to jointly administer their cases with additional cases if the circumstances warrant doing so.

8. A proposed form of order granting the relief requested in the Motion is attached hereto as **Exhibit A** (the "**Proposed Order**").

The Relief Requested Should Be Granted

9. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. As set forth in the Riecker Declaration, there are 50 Debtors, with at least 200,000 creditors and parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). As set forth in the Riecker Declaration, the Debtors in these chapter 11 cases are "affiliates" as that term is defined in section

101(2) of the Bankruptcy Code because Sears Holdings Corporation, a Debtor, owns or controls, either directly or indirectly, 100% of the outstanding voting securities of each of the Debtors. Accordingly, this Court is authorized to grant the relief requested herein.

11. Further, joint administration also will allow the United States Trustee (the “**U.S. Trustee**”) and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency. As set forth in the Riecker Declaration, the Debtors operate as an integrated national business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings and orders that will arise in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases, therefore, will reduce fees and costs by avoiding duplicative filings, objections, notices and hearings.

12. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors’ estates. For example, any creditor still may file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates) and intercompany claims among the Debtors will not be affected.

Notice

13. Notice of this Motion will be provided to (i) the Office of the United States Trustee for Region 2; (ii) the holders of the twenty (20) largest unsecured claims against the Debtors (on a consolidated basis); (iii) counsel for Bank of America, N.A., as administrative agent under the First Lien Credit Facility and the DIP ABL Agent; (iv) counsel for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility; (v) counsel for JPP, LLC, as administrative agent under the Second Lien Credit Facility, the IP/Ground Lease Term Loan, and the Consolidated Secured Loan Facility; (vi) counsel for Computershare Trust Company N.A., as

indenture trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes; (vii) counsel for Wilmington Trust, National Association, as indenture trustee for the Second Lien Notes; (viii) counsel for UBS AG, Stamford Branch, as lender under the Sparrow Term Loan; (ix) counsel for The Bank of New York Mellon Trust Company, N.A., as successor trustee for the SRAC Unsecured PIK Notes, the SRAC Unsecured Notes, and the SRAC Medium Term Notes; (x) the Pension Benefit Guaranty Corporation; (xi) the Unions; (xii) the Securities and Exchange Commission; (xiii) the Internal Revenue Service; and (xiv) the United States Attorney's Office for the Southern District of New York. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: October 15, 2018
New York, New York

/s/ Ray C. Schrock
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

-----X		
In re	:	Chapter 11
	:	
SEARS, ROEBUCK AND CO.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-1750680	:	
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In re	:	Chapter 11
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SEARS HOLDINGS CORPORATION,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 20-1920798	:	
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In re	:	Chapter 11
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KMART HOLDING CORPORATION,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 32-0073116	:	
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In re	:	Chapter 11
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KMART OPERATIONS LLC,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 32-0456546	:	
-----X		
In re	:	Chapter 11
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SEARS OPERATIONS LLC,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 35-2524331	:	
-----X		

-----X		
In re	:	Chapter 11
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SERVICELIVE, INC.,	:	Case No. 18-____ (RDD)
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Debtor.	:	
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Fed. Tax Id. No. 36-4616774	:	
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In re	:	Chapter 11
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A&E FACTORY SERVICE, LLC,	:	Case No. 18-____ (RDD)
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Debtor.	:	
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Fed. Tax Id. No. 36-4486695	:	
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In re	:	Chapter 11
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A&E HOME DELIVERY, LLC,	:	Case No. 18-____ (RDD)
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Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500205	:	
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In re	:	Chapter 11
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A&E LAWN & GARDEN, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 13-4275028	:	
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In re	:	Chapter 11
	:	
A&E SIGNATURE SERVICE, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1500204	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
FBA HOLDINGS INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4186537	:	
-----X		
In re	:	Chapter 11
	:	
INNOVEL SOLUTIONS, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-1857180	:	
-----X		
In re	:	Chapter 11
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KMART CORPORATION,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-0729500	:	
-----X		
In re	:	Chapter 11
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MAXSERV, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 74-2707626	:	
-----X		
In re	:	Chapter 11
	:	
PRIVATE BRANDS, LTD.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 55-0544022	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
SEARS DEVELOPMENT CO.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-2476028	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS	:	Case No. 18-____ (RDD)
MANAGEMENT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-3592148	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOME & BUSINESS	:	Case No. 18-____ (RDD)
FRANCHISES, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 98-0126742	:	
-----X		
In re	:	Chapter 11
	:	
SEARS HOME IMPROVEMENT	:	Case No. 18-____ (RDD)
PRODUCTS, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 25-1698591	:	
-----X		
In re	:	Chapter 11
	:	
SEARS INSURANCE	:	Case No. 18-____ (RDD)
SERVICES, L.L.C.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-4287182	:	
-----X		

-----X	
In re	: Chapter 11
	:
SEARS PROCUREMENT	: Case No. 18-_____ (RDD)
SERVICES, INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 30-0092859	:
-----X	
In re	: Chapter 11
	:
SEARS PROTECTION COMPANY,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 36-4471250	:
-----X	
In re	: Chapter 11
	:
SEARS PROTECTION	: Case No. 18-_____ (RDD)
COMPANY (PR) INC.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 66-0704861	:
-----X	
In re	: Chapter 11
	:
SEARS ROEBUCK ACCEPTANCE CORP.,	: Case No. 18-_____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 51-0080535	:
-----X	
In re	: Chapter 11
	:
SEARS, ROEBUCK DE	: Case No. 18-_____ (RDD)
PUERTO RICO, INC.	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 66-0233626	:
-----X	

-----X		
In re	:	Chapter 11
	:	
SYW RELAY LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 35-2561870	:	
-----X		
In re	:	Chapter 11
	:	
WALLY LABS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
BIG BEAVER OF FLORIDA	:	Case No. 18-____ (RDD)
DEVELOPMENT, LLC,	:	
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
CALIFORNIA BUILDER APPLIANCES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 68-0406327	:	
-----X		
In re	:	Chapter 11
	:	
FLORIDA BUILDER APPLIANCES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3619133	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
KBL HOLDING INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-0031295	:	
-----X		
In re	:	Chapter 11
	:	
KLC, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-2490839	:	
-----X		
In re	:	Chapter 11
	:	
KMART OF MICHIGAN, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-3551696	:	
-----X		
In re	:	Chapter 11
	:	
KMART OF WASHINGTON LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448898	:	
-----X		
In re	:	Chapter 11
	:	
KMART STORES OF ILLINOIS LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 61-1448897	:	
-----X		

-----X	
In re	: Chapter 11
	:
KMART STORES OF TEXAS LLC,	: Case No. 18-____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 61-1448915	:
-----X	
In re	: Chapter 11
	:
MYGOFER LLC,	: Case No. 18-____ (RDD)
	:
Debtor.	:
	:
Fed. Tax Id. No. 26-4005531	:
-----X	
In re	: Chapter 11
	:
SEARS BRANDS BUSINESS	: Case No. 18-____ (RDD)
UNIT CORPORATION,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 42-1564658	:
-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS PUBLISHING	: Case No. 18-____ (RDD)
COMPANY, LLC,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 26-0075554	:
-----X	
In re	: Chapter 11
	:
SEARS PROTECTION COMPANY	: Case No. 18-____ (RDD)
(FLORIDA), L.L.C.,	:
	:
Debtor.	:
	:
Fed. Tax Id. No. 20-0224239	:
-----X	

-----X		
In re	:	Chapter 11
	:	
SHC DESERT SPRINGS, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		
In re	:	Chapter 11
	:	
SOE, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-0399616	:	
-----X		
In re	:	Chapter 11
	:	
STARWEST, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 37-1495379	:	
-----X		
In re	:	Chapter 11
	:	
STI MERCHANDISING, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 38-2760188	:	
-----X		
In re	:	Chapter 11
	:	
TROY COOLIDGE NO. 13, LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
No Fed. Tax Id.	:	
-----X		

-----X		
In re	:	Chapter 11
	:	
BLUELIGHT.COM, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0527034	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS, L.L.C.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 42-1564664	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BUYING SERVICES, INC.,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-3256533	:	
-----X		
In re	:	Chapter 11
	:	
KMART.COM LLC,	:	Case No. 18-____ (RDD)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0529022	:	
-----X		
In re	:	Chapter 11
	:	
SEARS BRANDS	:	Case No. 18-____ (RDD)
MANAGEMENT CORPORATION,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 36-2555365	:	
-----X		

**ORDER DIRECTING JOINT
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)¹ of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Motion having been given as provided in the Motion; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided, and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the Riecker Declaration, filed contemporaneously with the Motion, the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Debtors' chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
	: Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:
	:
	: Case No. 18-_____ (RDD)
	:
Debtors.	: (Jointly Administered)
-----X	

5. A docket entry shall be made in the chapter 11 cases of each of the Debtors substantially as follows:

An Order has been entered in accordance with Rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida

Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

6. The Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Executive Office of the U.S. Trustee (revised December 14, 2017), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2018
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE